

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

October 30, 1998

RECORDATION NO. 21560 - A
FILED

NOV 3 '98

1-38 PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of the Partial Termination of Lease dated as of September 30, 1998 by Helm Financial Corporation ("**Partial Termination**").

In connection with the recording of the above-referenced Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Canadian National Railway Company
935 Rue de La Gauchetiere St., West
Montreal, Quebec H3B 2M9 CANADA

Equipment: Ninety-six (96) railcars as more fully described in Schedule A to the Partial Termination attached hereto.

Previous STB Filing: Memorandum of Master Lease filed on August 10, 1998 at 11:19 a.m. under Recordation No. 21560.

Please file this Partial Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

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PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE ("Partial Termination") is dated as of September 30, 1998, by **HELM FINANCIAL CORPORATION**, a California corporation ("**Lessor**").

1. Recitals.

a. Lessor entered into the Master Lease Agreement dated as of February 1, 1996 ("**Lease**") with **Canadian National Railway Company**, a Canadian corporation, with respect to the ninety-six (96) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation No. 21560 filed on August 10, 1998 at 11:19 am.

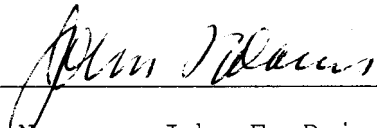
b. Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessee with respect to the Units under the Lease.

NOW, THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

1. **Partial Termination of Lease.** Lessee hereby declares for the public record that the Lease is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor has executed this Partial Termination to be executed as of the date first above written.

HELM FINANCIAL CORPORATION

By: 

Print Name: John F. Dains

Its: Senior Vice President Finance
and Chief Financial Officer

ald

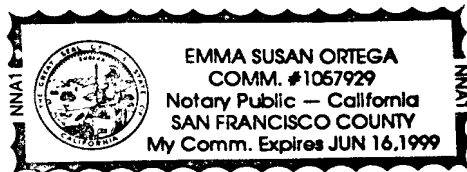
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On October 20, 1998, before me, Emma S. Ortega
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

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EXHIBIT A

To the Partial Termination of Lease dated as of September 30, 1998

THE UNITS

Equipment Description:

Ninety-six (96), 100-ton, roller bearing, 4,600 cubic foot, covered hopper railcars equipped with trough hatches and gravity outlet gates; built by ACF Industries in 1973.

Unit Numbers:

HJVB 10300-10344, 10346-10350, 10352-10353, 10355-10370, 10372-10399

aid